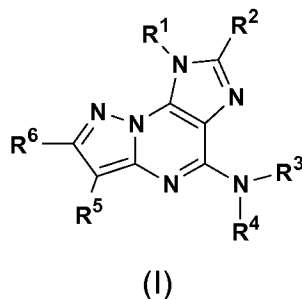


1. (CURRENTLY AMENDED) A compound of formula (I),



enantiomers, diastereomers, and salts ~~salts, and solvates~~ thereof wherein

R¹ is

~~(a) hydrogen, or~~

~~(b)~~ alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z¹, Z² and Z³;

R² is

(a) hydrogen, halo, cyano,

(b) alkyl, alkenyl, alkynyl, haloalkyl, alkoxy, cycloalkoxy, heterocyclooxy, aryloxy, heteroaryloxy, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1a}, Z^{2a} and Z^{3a}; or

(c) -OR^{10a}, -SR^{10a}, or -SO₂R^{10a}

R³ and R⁴ are independently

(a) hydrogen,

(b) alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1b}, Z^{2b} and Z^{3b};

(c) -OR¹¹, -NR¹²R¹³, -N(R¹²)C(O)R¹¹, -N(R¹²)C(O)OR¹¹, -N(R¹²)SO₂R¹⁴, or -C(O)NR¹²R¹³, -SO₂NR¹²R¹³, -N(R¹²)C(O)NR^{12a}R¹³, or -N(R¹²)SO₂NR^{12a}R¹³; or

- (d) R^3 and R^4 together with the nitrogen atom to which they are attached combine to form a heterocyclo ring optionally independently substituted as valence allows with one or more Z^{1b} , Z^{2b} and Z^{3b} ;

R^5 is

- (a) hydrogen, halo, hydroxy, cyano,
 (b) alkyl, haloalkyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1c} , Z^{2c} and Z^{3c} ; or
 (c) $-OR^7$, $-C(O)R^7$, $-C(O)OR^7$, or $-NR^8R^9$;

R^6 is

- (a) hydrogen, hydroxy, halo, or cyano,
 (b) alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclo, aryl, heteroaryl, (cycloalkyl)alkyl, (heterocyclo)alkyl, (aryl)alkyl, or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1d} , Z^{2d} and Z^{3d} ; or
 (c) $-OR^{7a}$, $-NR^{8a}R^{9a}$, $-N(R^{8a})SO_2R^{10}$, $-N(R^{8a})SO_2NR^{8b}R^{9b}$, $-N(R^{8a})C(O)R^{7a}$, $-N(R^{8a})C(O)NR^{8b}R^{9b}$, $-N(R^{8a})C(O)OR^{7a}$, $-C(O)R^{7a}$, $-C(O)OR^{7a}$, $-OC(O)R^{7a}$, $-C(O)NR^{8a}R^{9a}$, or $-OC(O)NR^{8a}R^{9a}$;

R^7 , R^{7a} and R^{7b} are independently

- (a) hydrogen, or
 (b) alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1c} , Z^{2c} and Z^{3c} ;

R^8 , R^{8a} , R^{8b} , R^9 , R^{9a} and R^{9b} are independently

- (a) hydrogen,
 (b) alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1d} , Z^{2d} and Z^{3d} ; or
 (c) $-OR^{7b}$, $-NR^{8c}R^{9c}$, $-N(R^{8c})SO_2R^{10b}$, $-N(R^{8c})C(O)R^{7b}$, $-N(R^{8c})C(O)OR^{7b}$, $-SO_2NR^{8c}R^{9c}$, $-SO_2R^{10b}$, $-C(O)R^{7b}$, $-C(O)OR^{7b}$, or $-C(O)NR^{8c}R^{9c}$;

R^{8c} and R^{9c} are independently

- (a) hydrogen,
- (b) alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1d} , Z^{2d} and Z^{3d} ;

R^{10} , R^{10a} and R^{10b} are independently alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1d} , Z^{2d} and Z^{3d} ;

R^{11} , R^{12} , R^{12a} and R^{13} are independently

- (a) hydrogen, or
- (b) alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1e} , Z^{2e} and Z^{3e} ;

R^{14} is alkyl, alkenyl, alkynyl, haloalkyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1e} , Z^{2e} and Z^{3e} ;

Z^{1-1e} , Z^{2-2e} , and Z^{3-3e} are optional substituents independently selected from

- (1) Y, where Y is
 - (i) alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl;
 - (ii) a group (i) which is itself substituted by one or more of the same or different groups (i); or
 - (iii) a group (i) or (ii) which is independently substituted by one or more (preferably 1 to 3) of the following groups (2) to (13) of the definition of Z^1 ,
- (2) $-OH$ or $-OY^1$,

- (3) $-\text{SH}$ or $-\text{SY}^1$,
- (4) $-\text{C}(\text{O})_t\text{H}$, $-\text{C}(\text{O})_t\text{Y}^1$, or $-\text{O}-\text{C}(\text{O})\text{Y}^1$, where t is 1 or 2,
- (5) $-\text{SO}_3\text{H}$, or $-\text{S}(\text{O})_t\text{Y}^1$,
- (6) halo,
- (7) cyano,
- (8) nitro,
- (9) $-\text{U}^1-\text{NY}^2\text{Y}^3$,
- (10) $-\text{U}^1-\text{N}(\text{Y}^1)-\text{U}^2-\text{NY}^2\text{Y}^3$,
- (11) $-\text{U}^1-\text{N}(\text{Y}^4)-\text{U}^2-\text{Y}^1$,
- (12) $-\text{U}^1-\text{N}(\text{Y}^4)-\text{U}^2-\text{H}$,
- (13) oxo;

U^1 and U^2 are each independently

- (1) a single bond,
- (2) $-\text{U}^3-\text{S}(\text{O})_t-\text{U}^4-$,
- (3) $-\text{U}^3-\text{C}(\text{O})-\text{U}^4-$,
- (4) $-\text{U}^3-\text{C}(\text{S})-\text{U}^4-$,
- (5) $-\text{U}^3-\text{O}-\text{U}^4-$,
- (6) $-\text{U}^3-\text{S}-\text{U}^4-$,
- (7) $-\text{U}^3-\text{O}-\text{C}(\text{O})-\text{U}^4-$,
- (8) $-\text{U}^3-\text{C}(\text{O})-\text{O}-\text{U}^4-$, or
- (9) $-\text{U}^3-\text{C}(=\text{NV}^{1a})-\text{U}^4-$;

V^{1a} is independently hydrogen, alkyl, $-\text{CN}$, $-\text{C}(\text{O})\text{Y}^1$, $-\text{S}(\text{O})_2\text{Y}^5$, $\text{S}(\text{O})_2\text{NY}^2\text{Y}^3$;

Y^1 , Y^2 , Y^3 and Y^4

- (1) are each independently hydrogen or a group provided in
 - (i) alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl;
 - (ii) a group (i) which is itself substituted by one or more of the same or different groups (i),

(iii) a group (i) or (ii) which is independently substituted by one or more (preferably 1 to 3) of the following groups (1) to (12) of the definition of Z^4 , or

- (2) Y^2 and Y^3 may together be alkylene or alkenylene, completing a 3- to 8-membered saturated or unsaturated ring together with the atoms to which they are attached, which ring is unsubstituted or substituted with one or more groups selected from alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl, or
- (3) Y^2 or Y^3 , together with Y^1 , may be alkylene or alkenylene completing a 3- to 8-membered saturated or unsaturated ring together with the nitrogen atoms to which they are attached, which ring is unsubstituted or substituted with one or more groups selected from alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl, or
- (4) Y^2 and Y^3 together with the nitrogen atom to which they are attached may combine to form a group $-N=CY^5Y^6$ where Y^5 and Y^6 are each independently H or a group provided selected from alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl; and

Z^4 is

- (1) $-OH$ or $-OY^a$,
- (2) $-SH$ or $-SY^a$,
- (3) $-C(O)_tH$, $-C(O)_tY^a$, or $-O-C(O)Y^a$, where t is 1 or 2,
- (4) $-SO_3H$, or $-S(O)_tY^a$,
- (5) halo,
- (6) cyano,
- (7) nitro,
- (8) $-U^1-NY^bY^c$,
- (9) $-U^1-N(Y^1)-U^2-NY^bY^c$,
- (10) $-U^1-N(Y^d)-U^2-Y^a$,

(11) $-U^1-N(Y^d)-U^2-H$,

(12) oxo;

Y^a , Y^b , Y^c and Y^d

(1) are each independently hydrogen or a group provided in

(i) alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, cycloalkenyl, (cycloalkenyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl;

U^3 and U^4 are each independently

(1) a single bond,

(2) alkylene,

(3) alkenylene, or

(4) alkynylene.

2. (ORIGINAL) A compound of claim 1 wherein

R^3 and R^4 are independently

(a) hydrogen,

(b) alkyl, haloalkyl, (hydroxy)alkyl, cycloalkyl, (cycloalkyl)alkyl, (heterocyclo)alkyl, (aryl)alkyl or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1b} , Z^{2b} and Z^{3b} ; or

(c) R^3 and R^4 together with the nitrogen atom to which they are attached combine to form a heterocyclo ring optionally independently substituted as valence allows with one or more Z^{1b} , Z^{2b} and Z^{3b} .

3. (ORIGINAL) A compound of claim 2 wherein

R^6 is

(a) alkyl, alkenyl, alkynyl, heteroaryl or aryl any of which may be optionally independently substituted as valence allows with one or more Z^{1d} , Z^{2d} and Z^{3d} ; or

(b) $-OR^{7a}$.

4. (ORIGINAL) A compound of claim 3 wherein R^{7a} is alkyl optionally substituted with Z^{1c} .

5. (ORIGINAL) A compound of claim 4 wherein

Z^{1b} , Z^{2b} and Z^{3b} are optional substituents independently selected from $-OH$, $-OY^1$, $-U^1-NY^2Y^3$, $-C(O)_tH$, $-C(O)_tY^1$, $-N(Y^1)-U^2-NY^2Y^3$, $-N(Y^4)-U^2-Y^1$, or $-N(Y^4)-U^2-H$; Z^{1c} is

(a) $-OH$, $-OY^1$ or

(b) aryl optionally substituted with $-OH$ or $-OY^1$;

Z^{1d} , Z^{2d} and Z^{3d} are optional substituents independently selected from

(a) cyano, halo, $-OH$, $-OY^1$, $-U^1-NY^2Y^3$, $-C(O)_tH$, $-C(O)_tY^1$, $-S(O)_tY^1$, $-N(Y^1)-U^2-NY^2Y^3$, $-N(Y^4)-U^2-Y$, or $-N(Y^4)-U^2-H$;

(b) alkyl or alkoxy optionally substituted with one or more cyano, halo, $-OH$, $-OY^1$, $-U^1-NY^2Y^3$, $-C(O)_tH$, $-C(O)_tY^1$, $-S(O)_tY^1$, $-N(Y^1)-U^2-NY^2Y^3$, $-N(Y^4)-U^2-Y^1$, or $-N(Y^4)-U^2-H$.

6. (CURRENTLY AMENDED) A compound of claim 5 wherein

R^3 is hydrogen;

R^4 is alkyl, haloalkyl, (hydroxy)alkyl, cycloalkyl, (cycloalkyl)alkyl, heterocyclo, (heterocyclo)alkyl, (aryl)alkyl or (heteroaryl)alkyl any of which may be optionally independently substituted as valence allows with one or more Z^{1b} , Z^{2b} and Z^{3b} ;

R^6 is

(a) alkynyl optionally substituted with Z^{1d} where Z^{1d} is aryl which may be further optionally independently substituted with one or more cyano, halo, $-OH$, $-OY^1$, $-U^1-NY^2Y^3$, $-C(O)_tH$, $-C(O)_tY^1$, $-S(O)_tY^1$, $-N(Y^1)-U^2-NY^2Y^3$, $-N(Y^4)-U^2-Y^1$, or $-N(Y^4)-U^2-H$;

(b) aryl optionally independently substituted as valence allows with one or more Z^{1d} , Z^{2d} and Z^{3d} ;

(c) $-OR^{7a}$; or

(d) heterocyclo optionally independently substituted as valence allows with one or more Z^{1d} , Z^{2d} and Z^{3d} ;

Z^{1b} , Z^{2b} and Z^{3b} are optional substituents independently selected from $-OH$, $-OY^1$, $-U^1-NY^2Y^3$, $-C(O)_tH$, $-C(O)_tY^1$, $-N(Y^4)-U^2-Y$, or $-N(Y^4)-U^2-H$

where

U^1 is a bond,

U^2 is $-U^3-C(O)-U^4-$ or $-U^3-C(O)O-U^4-$ and

U^3 and U^4 are independently a bond or alkylene ;

Z^{1c} is

(a) $-OY^1$ where Y^1 is aryl, or

(b) aryl optionally substituted with $-OH$ or $-OY^1$ where Y^1 is alkyl;

Z^{1d} , Z^{2d} and Z^{3d} are optional substituents independently selected from

(a) cyano, halo, $-OH$, $-OY^1$, $-C(O)_tH$, $-C(O)_tY^1$, $-S(O)_tY^1$, or

(b) alkyl or alkoxy optionally substituted with one or more cyano, halo, $-OH$, $-OY^1$,

$-U^1-NY^2Y^3$, $-C(O)_tH$, $-C(O)_tY^1$, $-S(O)_tY^1$, $-N(Y^4)-U^2-Y^1$, or $-N(Y^4)-U^2-H$

where

U^1 is a bond, or $-C(O)-$,

U^2 is $-U^3-C(O)-U^4-$, $-U^3-C(O)O-U^4-$, or $-U^3-SO_2-U^4-$, and

U^3 and U^4 are independently a bond or alkylene.

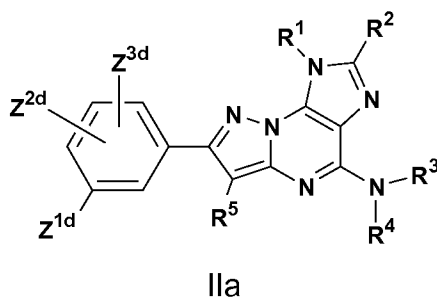
7. (ORIGINAL) A compound of claim 6 wherein

R^1 is alkyl;

R^2 is hydrogen; and

R^5 is hydrogen or alkyl.

8. (ORIGINAL) A compound of claim one having the formula IIa



wherein

Z^{1d} is

- (a) cyano, halo, -OH, -OY¹, -C(O)_tH, -C(O)_tY¹, -S(O)_tY¹, or
- (b) alkyl or alkoxy optionally substituted with one or more cyano, halo, -OH, -OY¹, -U¹-NY²Y³, -C(O)_tH, -C(O)_tY¹, -S(O)_tY¹, -N(Y⁴)-U²-Y¹, or -N(Y⁴)-U²-H

where

U¹ is a bond, or -C(O)-,

U² is -U³-C(O)-U⁴-, -U³-C(O)O-U⁴-, or -U³-SO₂-U⁴-, and

U³ and U⁴ are independently a bond or alkylene; and

Z^{2d} and Z^{3d} are optional substituents independently selected from

- (a) cyano, halo, -OH, -OY¹, -C(O)_tH, -C(O)_tY¹, -S(O)_tY¹, or
- (b) alkyl or alkoxy optionally substituted with one or more cyano, halo, -OH, -OY¹, -U¹-NY²Y³, -C(O)_tH, -C(O)_tY¹, -S(O)_tY¹, -N(Y⁴)-U²-Y¹, or -N(Y⁴)-U²-H

where

U¹ is a bond, or -C(O)-,

U² is -U³-C(O)-U⁴-, -U³-C(O)O-U⁴-, or -U³-SO₂-U⁴-, and

U³ and U⁴ are independently a bond or alkylene.

9. (ORIGINAL) A compound of claim 8 wherein

R³ and R⁴ are independently

- (a) hydrogen,
- (b) alkyl, haloalkyl, (hydroxy)alkyl, cycloalkyl, (cycloalkyl)alkyl, (heterocyclo)alkyl, (aryl)alkyl or (heteroaryl)alkyl and of which may be optionally independently substituted as valence allows with one or more Z^{1b} , Z^{2b} and Z^{3b} ; or
- (c) R³ and R⁴ together with the nitrogen atom to which they are attached combine to form a heterocyclo ring optionally independently substituted as valence allows with one or more Z^{1b} , Z^{2b} and Z^{3b} .

10. (ORIGINAL) A compound of claim 9 wherein

Z^{1b} , Z^{2b} and Z^{3b} are optional substituents independently selected from -OH, -OY¹, -U¹-NY²Y³, -C(O)_tH, -C(O)_tY¹, -N(Y⁴)-U²-NY²Y³, -N(Y⁴)-U²-Y¹, or -N(Y⁴)-U²-H.

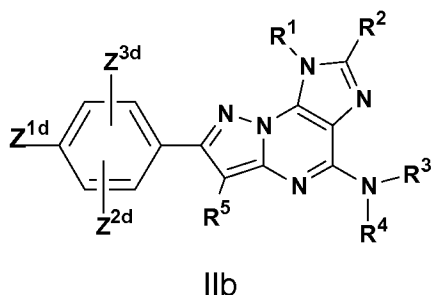
11. (ORIGINAL) A compound of claim 10 wherein

R¹ is alkyl;

R² is hydrogen; and

R⁵ is hydrogen or alkyl.

12. (ORIGINAL) A compound of claim 1 having formula IIb



wherein

Z^{1d} is

(a) cyano, halo, -OH, -OY¹, -C(O)_tH, -C(O)_tY¹, -S(O)_tY¹, or

(b) alkyl or alkoxy optionally substituted with one or more cyano, halo, -OH, -OY¹, -U¹-NY²Y³, -C(O)_tH, -C(O)_tY¹, -S(O)_tY¹, -N(Y⁴)-U²-Y¹, or -N(Y⁴)-U²-H

where

U¹ is a bond, or -C(O)-,

U² is -U³-C(O)-U⁴-, -U³-C(O)O-U⁴-, or -U³-SO₂-U⁴-, and

U³ and U⁴ are independently a bond or alkylene; and

Z^{2d} and Z^{3d} are optional substituents independently selected from

(a) cyano, halo, -OH, -OY¹, -C(O)_tH, -C(O)_tY¹, -S(O)_tY¹, or

(b) alkyl or alkoxy optionally substituted with one or more cyano, halo, -OH, -OY¹, -U¹-NY²Y³, -C(O)_tH, -C(O)_tY¹, -S(O)_tY¹, -N(Y⁴)-U²-Y¹, or -N(Y⁴)-U²-H

where

U¹ is a bond, or -C(O)-,

U² is -U³-C(O)-U⁴-, -U³-C(O)O-U⁴-, or -U³-SO₂-U⁴-, and

U³ and U⁴ are independently a bond or alkylene.

13. (ORIGINAL) A compound of claim 12 wherein

R^3 and R^4 are independently

(a) hydrogen,

(b) alkyl, haloalkyl, (hydroxy)alkyl, cycloalkyl, (cycloalkyl)alkyl, (heterocyclo)alkyl, (aryl)alkyl or (heteroaryl)alkyl and of which may be optionally independently substituted as valence allows with one or more Z^{1b} , Z^{2b} and Z^{3b} ; or

(c) R^3 and R^4 together with the nitrogen atom to which they are attached combine to form a heterocyclo ring optionally independently substituted as valence allows with one or more Z^{1b} , Z^{2b} and Z^{3b} .

14. (ORIGINAL) A compound of claim 13 wherein

Z^{1b} , Z^{2b} and Z^{3b} are optional substituents independently selected from $-OH$, $-OY^1$, $-U^1-NY^2Y^3$, $-C(O)_iH$, $-C(O)_iY^1$, $-N(Y^1)-U^2-NY^2Y^3$, $-N(Y^4)-U^2-Y^1$, or $-N(Y^4)-U^2-H$.

15. (ORIGINAL) A compound of claim 14 wherein

R^1 is alkyl;

R^2 is hydrogen; and

R^5 is hydrogen or alkyl.

16. (CURRENTLY AMENDED) A pharmaceutical composition comprising (a) at least one compound according to claim 1, or a pharmaceutically acceptable salt ~~salt, hydrate or prodrug~~ thereof, and (b) a pharmaceutically-acceptable carrier or diluent.

17. (WITHDRAWN) A method of treating an inflammatory or immune disease or disorder comprising administering to a mammal in need thereof a therapeutically-effective amount of at least one compound according to claim 1.

18. (WITHDRAWN) The method of claim 17 in which the inflammatory or immune disease is selected from rheumatoid arthritis, asthma, inflammatory bowel disease, chronic obstructive pulmonary disease, and psoriasis.

19. (WITHDRAWN) A method of treating cancer comprising administering to a mammal in need thereof a therapeutically-effective amount of at least one compound according to claim 15.